

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000015702
FILED 8:00 AM
February 17, 2009
Sec. Of State
Isellers

Article I

The name of the Limited Liability Company is:

BIG PHILLY'S OF MELBOURNE LLC

Article II

The street address of the principal office of the Limited Liability Company is:

4451 ENTERPRISE COURT
UNIT K
MELBOURNE, FL. 32935

The mailing address of the Limited Liability Company is:

PO BOX 410771
MELBOURNE, FL. 32935

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

KAREN C LEWIS
1213 WEST AZALEA COURT
MELBOURNE, FL. 32935

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: KAREN C. LEWIS

Article V

The name and address of managing members/managers are:

Title: MGRM
KAREN C LEWIS
1213 WEST AZALEA COURT
MELBOURNE, FL. 32935

Title: MGRM
ELIZABETH O'HARA
2760 MARIAH DRIVE
MELBOURNE, FL. 32940

Title: MGRM
RICHARD E HESTER
1987 SARNO ACCESS ROAD
MELBOURNE, FL. 32935

Article VI

The effective date for this Limited Liability Company shall be:

02/16/2009

Signature of member or an authorized representative of a member

Signature: ELIZABETH O'HARA

L09000015702
FILED 8:00 AM
February 17, 2009
Sec. Of State
Isellers